

1 UNITED STATES BANKRUPTCY COURT
2 NORTHERN DISTRICT OF CALIFORNIA
3 SAN FRANCISCO DIVISION

4 In re:

5 PG&E CORPORATION,

6 - and -

7 PACIFIC GAS AND ELECTRIC
8 COMPANY,

9 Debtors.

10 ☐ Affects PG&E Corporation
11 ☐ Affects Pacific Gas and Electric
12 Company

13 ☒ Affects both Debtors

14 * All papers shall be filed in the Lead
15 Case, No. 19-30088 (DM).

Case No. 19-30088 (DM)

Chapter 11

(Lead Case)

(Jointly Administered)

**DECLARATION OF ANDREW I. SILFEN
IN SUPPORT OF CONSOLIDATED
OPENING BRIEF OF CERTAIN
CREDITOR GROUPS AND
REPRESENTATIVES REGARDING THE
ENTITLEMENT OF HOLDERS OF
UTILITY FUNDED DEBT CLAIMS TO
OPTIONAL EARLY REDEMPTION,
MAKE-WHOLE, OR SIMILAR AMOUNTS
IN A SOLVENT DEBTOR CASE**

Hearing

Date: January 14, 2020

Time: 10:00 a.m. (Pacific Time)

Place: Courtroom 17

450 Golden Gate Avenue, 16th Floor
San Francisco, CA 94102

18
19 ANDREW I. SILFEN, under penalty of perjury, declares:

20 I am a partner at Arent Fox LLP, counsel to BOKF, NA (the "BOKF") in the above
21 captioned chapter 11 cases.

22 I submit this Declaration in support of the *Consolidated Opening Brief of Certain Creditor*
23 *Groups and Representatives Regarding the Entitlement of Holders of Utility Funded Debt Claims*
24 *to Optional Early Redemption, Make-Whole, or Similar Amounts in a Solvent Debtor Case.*

25 I submit this declaration to transmit to the Court true and correct copies of the following
26 documents, each of which is attached hereto (collectively, the "Note Documents");

<u>Exhibit A</u> (p. 5)	Indenture Dated as of April 22, 2005 Supplementing, Amending and Restating the Indenture of Mortgage, dated as of March 11, 2004, as supplemented by a First Supplemental Indenture, dated as of March 23, 2004, and a Second Supplemental Indenture, dated as of April 12, 2004 (the " <u>2005 Indenture</u> ")
<u>Exhibit A-1</u> (p. 78)	First Supplement Indenture Dated as of March 13, 2007; Supplement to the Amended and Restated Indenture Dated as of April 22, 2005 (the " <u>1st Supp. Indenture</u> ")
<u>Exhibit A-2</u> (p. 98)	Second Supplement Indenture Dated as of December 4, 2007; Supplement to the Amended and Restated Indenture Dated as of April 22, 2005 (the " <u>2nd Supp. Indenture</u> ")
<u>Exhibit A-3</u> (p. 119)	Third Supplement Indenture Dated as of March 3, 2008; Supplement to the Amended and Restated Indenture Dated as of April 22, 2005 (the " <u>3rd Supp. Indenture</u> ")
<u>Exhibit A-4</u> (p. 151)	Fourth Supplement Indenture Dated as of October 21, 2008; Supplement to the Amended and Restated Indenture Dated as of April 22, 2005 (the " <u>4th Supp. Indenture</u> ")
<u>Exhibit A-5</u> (p. 172)	Fifth Supplement Indenture Dated as of November 18, 2008; Supplement to the Amended and Restated Indenture Dated as of April 22, 2005 (the " <u>5th Supp. Indenture</u> ")
<u>Exhibit A-6</u> (p. 203)	Sixth Supplement Indenture Dated as of March 6, 2009; Supplement to the Amended and Restated Indenture Dated as of April 22, 2005 (the " <u>6th Supp. Indenture</u> ")
<u>Exhibit A-7</u> (p. 223)	Seventh Supplemental Indenture Dated as of June 11, 2009; Supplement to the Amended and Restated Indenture Dated as of April 22, 2005 (the " <u>7th Supp. Indenture</u> ")
<u>Exhibit A-8</u> (p. 245)	Eight Supplemental Indenture Dated as of November 18, 2009; Supplement to the Amended and Restated Indenture Dated as of April 22, 2005 (the " <u>8th Supp. Indenture</u> ")
<u>Exhibit A-9</u> (p. 268)	Ninth Supplemental Indenture Dated as of April 1, 2010; Supplement to the Amended and Restated Indenture Dated as of April 22, 2005 (the " <u>9th Supp. Indenture</u> ")
<u>Exhibit A-10</u> (p. 286)	Tenth Supplemental Indenture Dated as of September 15, 2010; Supplement to the Amended and Restated Indenture Dated as of April 22, 2005 (the " <u>10th Supp. Indenture</u> ")
<u>Exhibit A-11</u> (p. 307)	Eleventh Supplemental Indenture Dated as of October 12, 2010; Supplement to the Amended and Restated Indenture Dated as of April 22, 2005 (the " <u>11th Supp. Indenture</u> ")
<u>Exhibit A-12</u> (p. 328)	Twelfth Supplemental Indenture Dated as of November 18, 2010; Supplement to the Amended and Restated Indenture Dated as of April 22, 2005 (the " <u>12th Supp. Indenture</u> ")
<u>Exhibit A-13</u> (p. 356)	Thirteenth Supplemental Indenture Dated as of May 13, 2011; Supplement to the Amended and Restated Indenture Dated as of April 22, 2005 (the " <u>13th Supp. Indenture</u> ")

1	<u>Exhibit A-14</u>	Fourteenth Supplemental Indenture Dated as of September 12, 2011;
2	(p. 377)	Supplement to the Amended and Restated Indenture Dated as of April 22, 2005 (the " <u>14th Supp. Indenture</u> ")
3	<u>Exhibit A-15</u>	Fifteenth Supplemental Indenture Dated as of November 22, 2011;
4	(p. 398)	Supplement to the Amended and Restated Indenture Dated as of April 22, 2005 (the " <u>15th Supp. Indenture</u> ")
5	<u>Exhibit A-16</u>	Sixteenth Supplemental Indenture Dated as of December 1, 2011;
6	(p. 420)	Supplement to the Amended and Restated Indenture Dated as of April 22, 2005 (the " <u>16th Supp. Indenture</u> ")
7	<u>Exhibit A-17</u>	Seventeenth Supplemental Indenture Dated as of April 16, 2012;
8	(p. 441)	Supplement to the Amended and Restated Indenture Dated as of April 22, 2005 (the " <u>17th Supp. Indenture</u> ")
9	<u>Exhibit A-18</u>	Eighteenth Supplemental Indenture Dated as of August 16, 2012;
10	(p. 462)	Supplement to the Amended and Restated Indenture Dated as of April 22, 2005 (the " <u>18th Supp. Indenture</u> ")
11	<u>Exhibit A-19</u>	Nineteenth Supplemental Indenture Dated as of June 14, 2013; Supplement
12	(p. 496)	to the Amended and Restated Indenture Dated as of April 22, 2005 (the " <u>19th Supp. Indenture</u> ")
13	<u>Exhibit A-20</u>	Twentieth Supplemental Indenture Dated as of November 12, 2013;
14	(p. 530)	Supplement to the Amended and Restated Indenture Dated as of April 22, 2005 (the " <u>20th Supp. Indenture</u> ")
15	<u>Exhibit A-21</u>	Twenty-First Supplemental Indenture Dated as of February 21, 2014;
16	(p. 564)	Supplement to the Amended and Restated Indenture Dated as of April 22, 2005 (the " <u>21st Supp. Indenture</u> ")
17	<u>Exhibit A-22</u>	Twenty-Second Supplemental Indenture Dated as of May 12, 2014;
18	(p. 598)	Supplement to the Amended and Restated Indenture Dated as of April 22, 2005 (the " <u>22nd Supp. Indenture</u> ")
19	<u>Exhibit A-23</u>	Twenty-Third Supplemental Indenture Dated as of August 18, 2014;
20	(p. 620)	Supplement to the Amended and Restated Indenture Dated as of April 22, 2005 (the " <u>23rd Supp. Indenture</u> ")
21	<u>Exhibit A-24</u>	Twenty-Fourth Supplemental Indenture Dated as of November 6, 2014;
22	(p. 652)	Supplement to the Amended and Restated Indenture Dated as of April 22, 2005 (the " <u>24th Supp. Indenture</u> ")
23	<u>Exhibit A-25</u>	Twenty-Fifth Supplemental Indenture Dated as of June 12, 2015;
24	(p. 674)	Supplement to the Amended and Restated Indenture Dated as of April 22, 2005 (the " <u>25th Supp. Indenture</u> ")
25	<u>Exhibit A-26</u>	Twenty-Sixth Supplemental Indenture Dated as of November 5, 2015;
26	(p. 706)	Supplement to the Amended and Restated Indenture Dated as of April 22, 2005 (the " <u>26th Supp. Indenture</u> ")
27	<u>Exhibit A-27</u>	Twenty-Seventh Supplemental Indenture Dated as of March 1, 2016;
28	(p. 719)	Supplement to the Amended and Restated Indenture Dated as of April 22, 2005 (the " <u>27th Supp. Indenture</u> ")
	<u>Exhibit A-28</u>	Twenty-Eighth Supplemental Indenture Dated as of December 1, 2016;
	(p. 741)	Supplement to the Amended and Restated Indenture Dated as of April 22, 2005 (the " <u>28th Supp. Indenture</u> ")

<u>Exhibit A-29</u> (p. 777)	Twenty-Ninth Supplemental Indenture Dated as of March 10, 2017; Supplement to the Amended and Restated Indenture Dated as of April 22, 2005 (the " <u>29th Supp. Indenture</u> ")
<u>Exhibit B</u> (p. 810)	Indenture Dated as of November 29, 2017 between Pacific Gas and Electric Company, Issuer and the Bank of New York Mellon Trust Company, N.A., Trustee (the " <u>2017 Indenture</u> ")
<u>Exhibit C</u> (p. 927)	Indenture Dated as of August 6, 2018 between Pacific Gas and Electric Company, Issuer and the Bank of New York Mellon Trust Company, N.A., Trustee (the " <u>2018 Indenture</u> ")
<u>Exhibit C-1</u> (p. 1007)	First Supplemental Indenture Dated as of August 6, 2018 to the Indenture Dated as of August 6, 2018 (the " <u>Supp. 2018 Indenture</u> ")

Pursuant to 28 U.S.C. §1746, I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct to the best of my knowledge and belief.

Executed this 27th date of November, 2019

/s/ Andrew I. Silfen
 Andrew I. Silfen, Esq.
ARENT FOX LLP
 1301 Avenue of the Americas, Floor 42
 New York, NY 10019